

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

July 27, 2001

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. **23466-A** FILED
AUG 3 '01 12:01 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed are three (3) originals of the Amended Memorandum of Schedule to the Master Lease Agreement dated as of February 24, 2001 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	The Burlington Northern and Santa Fe Railway Company 2650 Lou Menk Drive P.O. Box 961061 Fort Worth, TX 76161-0061

A short summary of the document to appear in the index follows:

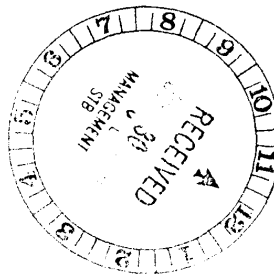
Amended Memorandum dated as of February 24, 2001 of Schedule No. 3 dated as of December 14, 2000 to the Master Railcar Lease Agreement dated as of June 27, 1997 between Helm Financial Corporation as Lessor and The Burlington Northern and Santa Fe Railway Company as Lessee, covering 262 railcars within the series AEPX 1124-1499 (NI), HLMX 3519-3602 (NI), HLMX 153018-153098 (NI) and HLMX 42002-42090 (NI).

Please file this Memorandum as a supplementary document to Recordation No. 23466 filed on 04/25/01 and return two (2) stamped originals to my attention. The filing fee of \$28.00 is included in our enclosed Check No. 45755 in the amount of \$140.00.

Yours truly,

Sharon L. Van Fossan
Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (3)



AMENDED MEMORANDUM OF SCHEDULE
TO THE
MASTER RAILCAR LEASE AGREEMENT

THIS AMENDED MEMORANDUM OF SCHEDULE TO THE MASTER RAILCAR LEASE AGREEMENT ("Memorandum") is dated as of February 24, 2001 and is intended to evidence that certain Amendment No. 1 dated February 24, 2001 to Schedule No. 3 dated as December 14, 2000 ("Schedule") to that certain Master Railcar Lease Agreement dated as of June 27, 1997 ("Master Lease") between **HELM FINANCIAL CORPORATION**, a California corporation ("Lessor"), and **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**, a Delaware corporation ("Lessee"), pursuant to which Lessor has leased to Lessee the rail equipment, more fully described in Annex A.1. attached hereto (the "Cars"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. Lessee has the right to sublease the Cars upon the terms and conditions provided in the Master Lease and Schedule.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By: *John F. Dains*

By: *P. C. Knox*

Print Name: John F. Dains

Print Name: *P. C. Knox*

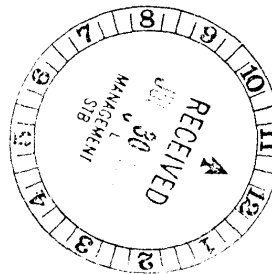
Title: President

Title: *Director Freight Equipment*

RECORDATION NO. 23466-A FILED

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SURFACE TRANSPORTATION BOARD



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ANNEX A.1.

To Schedule No. 3 dated as of December 14, 2000, as amended, to that certain Master Railcar Lease Agreement dated as of June 27, 1997 between Helm Financial Corporation and The Burlington Northern and Santa Fe Railway Company

MARK	NUMBER	MARK	NUMBER	MARK	NUMBER	MARK	NUMBER	MARK	NUMBER
1	AEPX 1124	56	AEPX 1310	111	HLMX 3529	166	HLMX 3593	221	HLMX 153048
2	AEPX 1125	57	AEPX 1321	112	HLMX 3530	167	HLMX 3594	222	HLMX 153049
3	AEPX 1127	58	AEPX 1324	113	HLMX 3531	168	HLMX 3596	223	HLMX 153051
4	AEPX 1129	59	AEPX 1325	114	HLMX 3532	169	HLMX 3597	224	HLMX 153053
5	AEPX 1132	60	AEPX 1331	115	HLMX 3533	170	HLMX 3598	225	HLMX 153055
6	AEPX 1137	61	AEPX 1333	116	HLMX 3534	171	HLMX 3599	226	HLMX 153056
7	AEPX 1138	62	AEPX 1337	117	HLMX 3535	172	HLMX 3600	227	HLMX 153057
8	AEPX 1148	63	AEPX 1341	118	HLMX 3536	173	HLMX 3601	228	HLMX 153060
9	AEPX 1149	64	AEPX 1348	119	HLMX 3537	174	HLMX 3603	229	HLMX 153063
10	AEPX 1150	65	AEPX 1351	120	HLMX 3538	175	HLMX 3604	230	HLMX 153066
11	AEPX 1152	66	AEPX 1356	121	HLMX 3539	176	HLMX 3605	231	HLMX 153067
12	AEPX 1158	67	AEPX 1360	122	HLMX 3540	177	HLMX 3606	232	HLMX 153069
13	AEPX 1163	68	AEPX 1363	123	HLMX 3541	178	HLMX 3607	233	HLMX 153071
14	AEPX 1165	69	AEPX 1369	124	HLMX 3542	179	HLMX 3500	234	HLMX 153073
15	AEPX 1167	70	AEPX 1378	125	HLMX 3543	180	HLMX 3501	235	HLMX 153075
16	AEPX 1170	71	AEPX 1383	126	HLMX 3544	181	HLMX 3502	236	HLMX 153079
17	AEPX 1175	72	AEPX 1386	127	HLMX 3545	182	HLMX 3503	237	HLMX 153080
18	AEPX 1176	73	AEPX 1394	128	HLMX 3546	183	HLMX 3504	238	HLMX 153082
19	AEPX 1179	74	AEPX 1401	129	HLMX 3547	184	HLMX 3505	239	HLMX 153085
20	AEPX 1184	75	AEPX 1411	130	HLMX 3548	185	HLMX 3506	240	HLMX 153086
21	AEPX 1185	76	AEPX 1412	131	HLMX 3549	186	HLMX 3507	241	HLMX 153087
22	AEPX 1186	77	AEPX 1414	132	HLMX 3550	187	HLMX 3508	242	HLMX 153089
23	AEPX 1187	78	AEPX 1422	133	HLMX 3551	188	HLMX 3509	243	HLMX 153090
24	AEPX 1189	79	AEPX 1427	134	HLMX 3552	189	HLMX 3510	244	HLMX 153092
25	AEPX 1194	80	AEPX 1428	135	HLMX 3553	190	HLMX 3511	245	HLMX 153093
26	AEPX 1195	81	AEPX 1429	136	HLMX 3554	191	HLMX 3512	246	HLMX 153097
27	AEPX 1198	82	AEPX 1433	137	HLMX 3555	192	HLMX 3513	247	HLMX 153098
28	AEPX 1199	83	AEPX 1434	138	HLMX 3556	193	HLMX 3514	248	HLMX 42002
29	AEPX 1201	84	AEPX 1438	139	HLMX 3557	194	HLMX 3515	249	HLMX 42007
30	AEPX 1203	85	AEPX 1443	140	HLMX 3558	195	HLMX 3516	250	HLMX 42011
31	AEPX 1204	86	AEPX 1445	141	HLMX 3561	196	HLMX 3517	251	HLMX 42012
32	AEPX 1205	87	AEPX 1448	142	HLMX 3562	197	HLMX 3518	252	HLMX 42016
33	AEPX 1207	88	AEPX 1452	143	HLMX 3565	198	HLMX 3559	253	HLMX 42022
34	AEPX 1210	89	AEPX 1454	144	HLMX 3566	199	HLMX 3560	254	HLMX 42033
35	AEPX 1215	90	AEPX 1457	145	HLMX 3568	200	HLMX 3563	255	HLMX 42034
36	AEPX 1219	91	AEPX 1463	146	HLMX 3569	201	HLMX 3564	256	HLMX 42040
37	AEPX 1222	92	AEPX 1464	147	HLMX 3571	202	HLMX 3567	257	HLMX 42045
38	AEPX 1227	93	AEPX 1471	148	HLMX 3572	203	HLMX 3570	258	HLMX 42052
39	AEPX 1228	94	AEPX 1472	149	HLMX 3573	204	HLMX 3579	259	HLMX 42055
40	AEPX 1229	95	AEPX 1474	150	HLMX 3574	205	HLMX 3595	260	HLMX 42058
41	AEPX 1237	96	AEPX 1475	151	HLMX 3575	206	HLMX 3602	261	HLMX 42089
42	AEPX 1240	97	AEPX 1485	152	HLMX 3576	207	HLMX 153018	262	HLMX 42090
43	AEPX 1241	98	AEPX 1491	153	HLMX 3577	208	HLMX 153022		
44	AEPX 1245	99	AEPX 1494	154	HLMX 3578	209	HLMX 153023		
45	AEPX 1249	100	AEPX 1499	155	HLMX 3580	210	HLMX 153026		
46	AEPX 1252	101	HLMX 3519	156	HLMX 3581	211	HLMX 153027		
47	AEPX 1263	102	HLMX 3520	157	HLMX 3582	212	HLMX 153030		
48	AEPX 1270	103	HLMX 3521	158	HLMX 3584	213	HLMX 153031		
49	AEPX 1278	104	HLMX 3522	159	HLMX 3585	214	HLMX 153035		
50	AEPX 1287	105	HLMX 3523	160	HLMX 3586	215	HLMX 153036		
51	AEPX 1289	106	HLMX 3524	161	HLMX 3587	216	HLMX 153041		
52	AEPX 1290	107	HLMX 3525	162	HLMX 3588	217	HLMX 153043		
53	AEPX 1292	108	HLMX 3526	163	HLMX 3590	218	HLMX 153045		
54	AEPX 1298	109	HLMX 3527	164	HLMX 3591	219	HLMX 153046		
55	AEPX 1304	110	HLMX 3528	165	HLMX 3592	220	HLMX 153047		

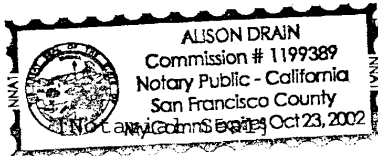
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STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 7th, 2001, before me, Alison Drain,
personally appeared John F. Dains, President of **HELM FINANCIAL CORPORATION**,
☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

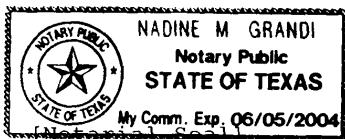
STATE OF Texas)
) S.S.
COUNTY OF Tarrant)

On May 2, 2001, before me, Nadine Grandi,
personally appeared Randy Knof, Director Freight Equipment
of **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Nadine M. Grandi
SIGNATURE OF THE NOTARY

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